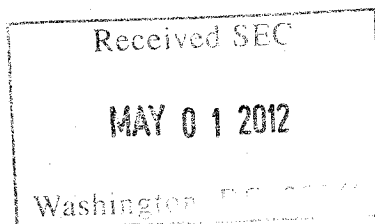




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NASDAQ
THE NASDAQ OMX GROUP

Gary Sundick
Vice President
Listing Qualifications



1-35534

By Electronic Mail

May 1, 2012

CERTNAS

Ms. Cecile Peters
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Ms. Peters:

This is to certify that on May 1, 2012 The Nasdaq Stock Market (the "Exchange") received from SCG Financial Acquisition Corp. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, \$0.0001 par value

We further certify that the security described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Gary N. Sundick